

**HELM**  
**FINANCIAL CORPORATION**

24  
One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

**VIA AIR COURIER**

January 4, 1996

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

19875  
JAN 11 1996  
PM  
INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of October 21, 1995 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	The Kansas City Southern Railway Company 114 West Eleventh Street Kansas City, MO 64105

The equipment involved in this transaction is as follows:

Equipment: Sixty-one (61) open top hopper railcars (See Exhibit A attached for reporting mark & numbers.)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,



Chris Dilley  
Administrative Assistant

/cpd

Enclosure

9875

JAN 10 1996 2:00 PM

MEMORANDUM OF  
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of October 21, 1995 is intended to evidence the Lease of Railroad Equipment, dated as of January 1, 1995 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the sixty-one (61) railcars, more fully described in Exhibit A hereto (the "Units"). Lessee leased from Lessor the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, each party, pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

THE KANSAS CITY SOUTHERN RAILWAY  
COMPANY

By: [Signature]

By: [Signature]

Title: President

Title: Sr VP Mktg/Sales

Date: 11/27/95

Date: 10-21-95

APPROVED AS TO FORM

R.P. By hgm

STATE OF CALIFORNIA                    )  
  ) §  
COUNTY OF SAN FRANCISCO            )

On \_\_\_\_\_, 1995, before me, \_\_\_\_\_,  
personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**, personally known to me (or proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature \_\_\_\_\_

(Seal)

STATE OF MISSOURI                    )  
  ) §  
COUNTY OF Jackson                    )

On this 21 day of October, 1995, before me personally appeared William W. Graham, to me personally known, who, being by me duly sworn, says that he is Sr. Vice Pres. / Mktg & Sales of **THE KANSAS CITY SOUTHERN RAILWAY COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Martha Mueller

Notary Public

MAARTHA MUELLER

NOTARY PUBLIC STATE OF MISSOURI

CLAY COUNTY

MY COMMISSION EXP. MAY 17, 1997

My Commission Expires: 5/17/97

[Notarial Seal]

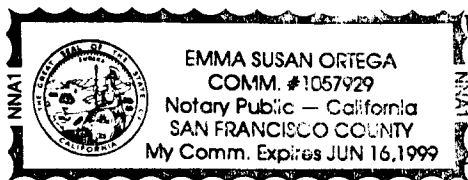
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On November 27, 1995, before me, Emma S. Ortega  
personally appeared Richard C. Kirchner, President of HELM FINANCIAL  
CORPORATION,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the  
person(s) whose name(s) is/are subscribed to the within  
instrument and acknowledged to me that he/she/they executed the  
same in his/her/their authorized capacity(ies), and that by  
his/her/their signature(s) on the instrument the person(s), or  
the entity upon behalf of which the person(s) acted, executed  
the instrument.



Witness my hand and official seal.

Emma Susan Ortega  
SIGNATURE OF THE NOTARY

EXHIBIT A

To the Memorandum of Lease of Railroad Equipment dated October \_\_, 1995 between Helm Financial Corporation and The Kansas City Southern Railway Company

Equipment Description:

Sixty-one (61) open top hopper railcars

Unit Numbers:

KCS 12104, 12116-12175